UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	Case No.17-31145
Pawn America Minnesota, LLC,	
Debtor.	Chapter 11 Case

In re:	Case No.17-31146
Pawn America Wisconsin, LLC,	
Debtor.	Chapter 11 Case

In re:	Case No.17-31147
Exchange Street, Inc.,	
Debtor.	Chapter 11 Case

NOTICE OF HEARING AND JOINT MOTION FOR ENTRY OF AN ORDER (I) GRANTING AN EXPEDITED HEARING AND (II) AUTHORIZING JOINT ADMINISTRATION CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 1015(B)

TO: The parties-in-interest as defined in Local Rule 9013-3(a)(2).

1. Pawn America Minnesota, LLC, Pawn America Wisconsin, LLC, and Exchange Street, Inc. (collectively, the "Debtors"), file this Motion requesting relief described below and give notice of hearing.

2. The Court will hold a hearing on the Motion at 3:00 p.m. on April 19, 2017 before the Honorable Katherine A. Constantine in Courtroom 2C, United States Courthouse, 316 North Robert Street, St. Paul, Minnesota 55101.

3. Local Rule 9006-1(c) provides deadlines for responses to this Motion. However, given the expedited nature of the relief sought, the Debtors do not object to written responses being served and filed up to two hours prior to the hearing. **UNLESS A RESPONSE**

OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, Rule 5005 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 1070-1. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. On April 12, 2017 (the "Petition Date"), each of the above-captioned Debtors commenced with this Court a voluntary case under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"). The cases are currently pending in this Court.

5. This Motion arises under Bankruptcy Rule 1015 and is filed under Local Rules 9013-1, 9103-2, and 9013-3. Notice of hearing on this Motion is provided pursuant to Bankruptcy Rule 9103 and Local Rules 9013-2 and 9013-3.

THE DEBTORS' BUSINESSES AND EVENTS LEADING TO CHAPTER 11 FILING

6. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. § § 1107(a) and 1108. No official committees have been appointed.

7. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this Motion and the Debtors' Chapter 11 cases, are set forth in greater detail in the Declaration of Bradley K. Rixmann (the "First Day Declaration"). The First Day Declaration is incorporated by reference.

8. The Debtors are related entities with a common ownership structure, and each Debtor is obligated under common secured debt. The Debtors operate various pawn and retail

stores in Minnesota, Wisconsin, North Dakota, and South Dakota under the trade name "Pawn America."

9. Joint administration of the Debtors' cases is appropriate because the Debtors have interrelated debts and intend to file with this Court numerous joint motions and applications. Thus, the joint administration of these cases, including the combining of notices to creditors of the respective estates, as well as the notices and hearing of all matters at the same time, including without limitation, motions, and adversary proceedings, will promote the efficient and convenient administration of the Debtors' estates. The Court will be relieved of the burdens of entering duplicate orders and maintaining duplicate files. Supervision of the administrative aspects of the Chapter 11 cases by the Court and the Office of the United States Trustee also will be simplified.

10. The rights of the creditors of each Debtor will not be adversely affected by joint administration of these cases, and in fact, are likely to be enhanced because joint administration should reduce administrative costs. Joint administration is not intended to affect creditors' substantive rights, and thus, unless the Court orders otherwise, each creditor shall be entitled to file its claim against the particular estate which owes it money.

RELIEF REQUESTED

11. By this Motion, the debtors seek entry of an order substantially in the form filed herewith directing joint administration of these cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

12. Specifically, the Debtors request that the Court maintain one file and one docket for all of the Debtors' cases under the case of Pawn America Minnesota, LLC, Case No. 17-31145 and that the cases be administered under a consolidated caption as follows:

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re:	Jointly Administered Under Case No. 17-31145
Pawn America Minnesota, LLC	17-31145
Pawn America Wisconsin, LLC	17-31146
Exchange Street, Inc.	17-31147
	Chapter 11 Cases

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13. The Debtors, in consultation with, and contingent on permission from, the United States Trustee, also seek authority to submit one disclosure statement and plan of reorganization encompassing all three cases and file one joint monthly operating report for all of the Debtors.

14. The Debtors, contingent on permission from the United States Trustee, also request that only one creditors' committee, if any, be appointed for all three cases and that any future meeting of creditors be scheduled and conducted jointly.

15. Finally, the Debtors request that one cumulative mailing matrix be maintained for all three cases, which the Debtors' counsel will submit in a complete and comprehensive form as soon as required under applicable rule.

16. Pursuant to Local Rule 9013-2, the Debtors give notice that they may, if necessary, call Bradley K. Rixmann, 181 River Ridge Cir S, Burnsville, MN 55337, or Keith Kaestner, 181 River Ridge Cir S, Burnsville, MN 55337, to testify at the hearing on the Motion regarding the facts set forth herein.

NO PRIOR REQUEST

17. The Debtors have not previously sought the relief requested herein from this or any other court.

18. Each of the Debtors assent to this motion.

WHEREFORE, the Debtors respectfully request that this Court enter an Order:

a) Granting an expedited hearing;

b) Authorizing the joint administration of the Debtors' Chapter 11 cases; and

c) Granting such other and further relief as is just and proper.

Dated: April 12, 2017

e/ Edwin H. Caldie

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PROPOSED COUNSEL FOR PAWN AMERICAN MINNESOTA, LLC, PAWN AMERICAN WISCONSIN, LLC, AND EXCHANGE STREET, INC.

VERIFICATION

I, Bradley K. Rixmann, President of Pawn American Minnesota, LLC, Pawn American Wisconsin, LLC, and Exchange Street, Inc., declare under penalty of perjury that the facts set forth in the preceding motion are true and correct according to the best of my knowledge, information, and belief.

Date: April 12, 2017

Signed: ______________________
Bradley K. Rixmann

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UNITED STATES BANKRUPTCY COURT
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Debtor. Chapter 11 Case

In re: Case No.17-31147
Exchange Street, Inc.,
Debtor. Chapter 11 Case

MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR ENTRY OF AN ORDER (I) GRANTING AN EXPEDITED HEARING, AND (II) AUTHORIZING JOINT ADMINISTRATION OF CHAPTER 11 CASES.

Pawn America Minnesota, LLC, Pawn America Wisconsin, LLC, and Exchange Street, Inc. (collectively, the "Debtors"), submit this memorandum of law support of their Motion in accordance with Local Rule 9013-2(a).

BACKGROUND

The facts supporting this memorandum are set forth in the motion, as verified by Bradley K. Rixmann. The defined terms used in this memorandum have the same meaning as in the accompanying Motion.

LEGAL ARGUMENT

I. The Court Should Grant Debtors' Request for Expedited Relief

The Debtors request expedited relief on their Motion. Bankruptcy Rule 9006(c) provides that the Court may reduce the notice period for a motion for cause. Here, cause exists to grant the

Debtors' Motion on an expedited basis. Decisions about joint administration and restricted service should be made as early in a case as possible so the parties in interest will have certainty on how the case will be administered and to eliminate duplicative expenses. Contemporaneous with this Motion, Debtors have filed numerous other expedited motions and allowing joint administration will ease the Debtors' entry into Chapter 11 and the courts administration of the case.

II. The Court Should Authorize Joint Administration

Bankruptcy Rule 1015(b) provides that if "two of more petitions are pending in the same court by . . . a debtor and an affiliate, the court may order a point administration of the estates." The Debtors here are affiliates as defined in 11 U.S.C. § 101(2) by virtue of their common ownership structure and obligation under the same secured debt. This Court, therefore, is authorized to grant the request relief under Fed. R. Bankr. P. 1015(b).

Joint administration is generally noncontroversial, and courts in this district routinely grant joint administration in Chapter 11 cases. *E.g.*, *In re Magnetation LLC*, No. 15-50307 (GFK) (Bankr. D. Minn. May 8, 2015) [ECF No. 72]; *In re Wagstaff Minn., Inc.*, No. 11-43073 (RJK) (Bankr. D. Minn. May 5, 2011) [ECF No. 38]; *In re Genmar Holdings, Inc.*, No. 09-43537 (DDO) (Bankr. D. Minn. June 4, 2009) [ECF No. 19]; *In re Polaroid Corp.*, No. 08-46617 (GFK) (Bankr. D. Minn. Dec. 23, 2008) [ECF No. 21].

Joint administration of these cases is warranted and will provide significant administrative convenience without harming the substantive rights of any party in interest. First, joint administration will avoid the preparation, replication, service and filing, as applicable, of duplicative notices, applications and orders, thereby saving the Debtors considerable expense and resources. The Debtors' financial affairs and business operations are closely related. Many of the motions, hearings, and orders in these Chapter 11 cases will affect each Debtor and their respective estates in similar ways. Moreover, the rights of creditors will not be adversely affected, as this motion requests only administrative, and not substantive, consolidation of the estates. Each creditor can still file its claim against a particular estate and all creditors will benefit from the reduced costs that will result from the joint administration of these Chapter 11 cases. In addition, the Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the administration aspects of these Chapter 11 cases by the United States Trustee for the District of Minnesota will be simplified.

CONCLUSION

For the foregoing reasons, the Debtors respectfully request that the Court enter an order granting the relief requested in the Motion.

Dated: April 12, 2017

e/Edwin H. Caldie

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UNITED STATES BANKRUPTCY COURT
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ORDER (I) GRANTING AN EXPEDITED HEARING AND
(II) AUTHORIZING JOINT ADMINISTRATION OF CHAPTER 11 CASES

This case is before the court on the Debtors' Joint Motion for an Order Granting an Expedited Hearing and Authorizing Joint Administration of Chapter 11 Cases. Based on the Motion and all of the files, records, and proceedings in the case,

IT IS HEREBY ORDERED:

1. These cases shall be jointly administered in the following respects:

(a) All further documents shall be captioned in a fashion identical to the caption of this order.

(b) Only one copy of all further documents need be filed, and all documents shall be filed and docketed in In re Pawn America Minnesota, LLC, Case No. 17-1145.

(c) The Clerk of this Court shall maintain the separate electronic records for Pawn America Wisconsin, LLC and Exchange Point, Inc. in an open status pending further order of the Court.

(d) The Debtors and the United States Trustee may stipulate to the submission of one disclosure statement and plan of reorganization encompassing the three cases. The disclosure statement shall include a separate liquidation analysis for each Debtor, unless otherwise ordered by the Court.

(e) At the United States Trustee's election, in his discretion, one creditors' committee, if any, may be appointed for all three cases, with members drawn from all three cases, or separate committees may be appointed for all three cases.

(f) The Debtors shall file Monthly Operating Reports as may be arranged between them and the United States Trustee. Those parties may agree to allow the filing of a single, joint monthly operating report for all of the Debtors with segregated data specific to each Debtor. Each Debtor shall remain liable for its own United States Trustee fees required under 28 U.S.C. § 1930(a)(6).

(g) At the United States Trustee's election in his discretion, any future meeting of creditors may be scheduled and conducted jointly. The arrangements for such shall be finalized and communicated to the Clerk of this Court before the issuance of all notices.

(h) One cumulated mailing matrix shall be maintained for all three cases, which the Debtors' counsel shall submit in a complete and comprehensive form as soon as required under applicable rule. The matrix shall be maintained in the electronic record for In re Pawn America Minnesota, LLC, Case No. 17-1145.

(i) Separate claims registers shall be maintained henceforth for all claims in all three cases. Counsel for the Debtors shall consult with the United States Trustee and the Clerk of this Court to prepare applicable forms, notices, and procedures to effectuate this provision (including a standard form for a proof of claim specific to these cases, and instructions for submitting proofs of claim).

2. Nothing in this order shall be construed to effectuate a substantive consolidation of these cases and their estates. The estates in these cases shall not be consolidated before a motion for such relief is made and granted.

3. The Clerk of this Court shall enter this order on the docket of each of the Debtors' cases and shall make the following docket entry in each cases:

> An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the Chapter 11 cases of Pawn America Minnesota, LLC, Pawn America Wisconsin, LLC, and Exchange Point, Inc. The docket in In re Pawn America Minnesota, LLC, Case No. 17-1145 should be consulted for all further documents filed and all matters affecting these cases.

4. Notice of the entry of this order will be given via CM/ECF and the Clerk of this Court shall transmit a copy of it to the twenty largest creditors in each case as listed by the Debtors.

Dated: ______________________ ____
United States Bankruptcy Judge